

BYLAWS of The ZEN STUDIES SOCIETY, INC.

(Captured 09/02/13)

ARTICLE I

MISSION:

The Zen Studies Society is an American Zen Buddhist Sangha committed to fostering awakening to inner freedom and true happiness for all.

ARTICLE II

PURPOSE:

The purpose of the Zen Studies Society, Inc. ("the Society") including its monastery and temple, is to support and promote the study of Zen Buddhism in its religious, philosophical, cultural, historical, and educational aspects; to support and promote the practice of zazen; to train monastics in the Rinzai Zen tradition; and to strengthen the roots of Rinzai Zen practice in the West.

ARTICLE III

OFFICES:

The principal office of the Society shall be located at its monastery or temple or such other place as the Board of Directors ("the Board") may designate. The Society may have other offices, either within or outside the state of New York, as the Board may designate or as the business of the monastery or temple may require from time to time.

ARTICLE IV

MEMBERSHIP:

It is the goal of the Society to provide for a participatory, open, interactive and transparent organization consistent with the overriding mission of the Society. The Society's temples and centers are open to all through the year as outlined in the annual calendar of activities and events. Certain ongoing and occasional events (such as sesshin) may have restrictions requiring previous training or admission fees.

Membership in the Society is organized in tiers to reflect the levels of participation and support.

4.1. Dharma Friends - Those who wish to support the activities of the Society as non-members, and/or those no longer able to fulfill the obligations of full

membership, are considered Dharma Friends. Dharma Friends are invited to Society events, are welcome to participate in zazen practice as their schedules permit, and support the Society in various ways, such as through contributions and serving on committees and task forces.

4.2. Member - Membership in the Zen Studies Society requires a commitment to serious and regular Zen practice. While membership requirements for the temple and the monastery differ, individuals who practice at either facility and/or provide dedicated service to the Society, and who meet the requirements thereof, are eligible to become full members of the Society and are entitled to the rights and responsibilities of membership.

a. At New York Zendo Shobo-ji, membership is defined as attending zazen regularly and participating in all-day sittings/Sesshin and/or providing dedicated service to the Society, as well as volunteering for temple cleaning and special events and paying monthly support. Members receive guidance from the Spiritual Director of New York Zendo and the Abbot of the Zen Studies Society.

b. At Dai Bosatsu Zendo, membership is defined as regular participation in sesshin, samu (work) weekends, and special events such as O-Bon, Thanksgiving, and New Year's, and/or providing dedicated service to the Society, as well as volunteering for temple cleaning and special events and paying monthly support.

c. Individuals wishing to become members of the Society shall complete a membership application and submit it to the Membership Committee for recommendation to the Board.

4.3. Rights and responsibilities of Zen Studies Society members are as follows:

a. Zen Studies Society members who attend sesshin may become students of the Abbot of the Zen Studies Society.

b. Members have the right to attend the Annual Meeting of the Society, which is held in early summer of each year at a location designated by the Board of Directors. Notice of the time and location for the year's Annual Meeting will be sent to members three months before the meeting. At this meeting, officers and committees shall give annual reports and other matters may be raised and discussed.

c. Members wishing to place an item on the Annual Meeting agenda must present their recommendation to the Governance Committee of the Board of Directors at least two months prior to the Annual Meeting. Members have the right to vote at the Annual Meeting on such

recommendations as are brought forward by the Governance Committee of the Board of Directors.

d. Members receive discounts for sesshin and other programs and may be invited to serve on task groups, thereby supporting the operations of the Society.

e. Members are responsible for paying on-going dues in an amount established by the Board of Directors. Ordained members and residents of the monastery and temple are exempt from paying dues.

f. Members may submit names of candidates for the Board of Directors to the Governance Committee.

g. The Board of Directors is charged with keeping members informed in matters of interest and concern and respecting their rights and responsibilities as practitioners.

4.4. All who practice at the Society's temple or monastery must observe its ethical guidelines and regulations (see appendix A).

ARTICLE V

BOARD OF DIRECTORS:

5.1. General Powers. The affairs of the Society and its temple and monastery shall be managed by a Board of Directors.

5.2. Number. The Board shall consist of not fewer than five or more than eleven Directors.

5.3. Role of Abbot. The Abbot of the Society shall be an ex-officio Director. The Abbot shall not vote on matters coming before the Board except in the event of a tie.

5.4. Qualifications. Directors shall be members in good standing of the Society and may be subject to such other qualifications as the Board may prescribe, including the signing of and abiding by a confidentiality statement. Directors shall contribute to the Society through their work on behalf of the Society, their financial support, and their professional skills. No two people who are relatives by blood or marriage shall serve on the Board simultaneously.

5.5. Advisory Council. The Board shall appoint members to an Advisory Council whom they deem talented individuals with professional and non-profit

experiences and resources. The Council shall be nonvoting, invited to Board meetings as appropriate, and shall sign confidentiality statements.

5.6. Election and Replacement of Officers and Directors. Board Officers and Directors shall be elected during the first Board meeting of each calendar year. The Governance Committee shall present a slate of candidates for unfilled Director positions. The Board will then elect the new Officers and Directors. If an Officer or other Director resigns, dies, or is removed before the end of his/her term, a special Governance Committee meeting shall take place at which a candidate is presented for the Board's approval to fill out the term of the departed Director. That Interim Director may then be elected to a two-year term at the first Board meeting of the next year.

5.7. Term of Office and Term Limit. The term of office of Directors, other than the Abbot, shall be two years. Directors may serve for no more than three consecutive terms (for a total of six years). Terms will be staggered according to the date of being elected to the Board. No more than six Directors may be elected each year. Past directors may be re-nominated after a period of four years of absence from the Board.

5.8. Board Decisions. Board decisions shall be made by a two-thirds majority vote of those present. A quorum must be present (see V.5.15).

5.9. Regular Meetings. Regular meetings of the Board shall be held quarterly. By resolution, the Board may specify the date, time and place for the holding of regular meetings without notice other than such resolution.

5.10. Special Meetings. Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the Abbot or any two Directors, or, in the case of a committee meeting, by the chair of the committee. The person or persons authorized to call special meetings may fix any place either within or without the state of New York, as the place for holding any special Board or committee meeting called by them.

5.11. Notice of Special Meetings. Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than five days before the meeting. Notice may also be sent by e-mail, so long as return confirmation is received, the record of which the Secretary or designated person of each committee shall maintain and verify. Notices in writing may be delivered or mailed to the Director at her or his address shown on the records of the Society. Neither the business to be transacted at, nor the purpose of any special meeting, need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

5.12. Meetings by Telephone. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

5.13. Waiver of Notice. Whenever any notice is required to be given to any Director under the provision of these Bylaws or applicable New York law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.14. Quorum. One-half of the number of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

5.15. Manner of Acting. The act of two-thirds of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws or by applicable New York law.

5.16. Presumption of Assent. The Directors of the Society present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless her or his dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as Secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

5.17. Action by the Board Without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minutes record as the equivalent of action taken in a Board meeting.

5.18. Resignation. Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Society, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.19. Removal. At a meeting of the Board called expressly for that purpose, one or more Directors (other than the Abbot) may be removed from office, with or without cause, by a two-thirds majority vote at a meeting of Directors at which a quorum is present.

5.20. Vacancies. A vacancy in the position of Director may be filled by the two-thirds majority vote of the remaining Directors. An Interim Director who fills a vacancy shall serve for the unexpired term of her or his predecessor in office, after which he or she may be nominated by the Governance Committee for election by the Board for a full term.

5.21. No Compensation; Reimbursement for Expenses. The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures properly and reasonably incurred on behalf of the Society.

ARTICLE VI

THE ABBOT AND SUCCESSION:

6.1. The Abbot: Position and Lineage. The Abbot and Head Teacher of the Society and its temples shall be the leader and spiritual director of the Society. He/she shall be trained in the Rinzai tradition. The Abbot shall nourish the spiritual life of the Society and its temples by teaching, by representing the Society and its temple and monastery at Buddhist conferences and public events, by maintaining a regular schedule of zazen and sesshin, by supervising the administration of the Society's temple and monastery in conjunction with other members of the Board of Directors, and by advising the Board of Directors on the needs of the Society. The Abbot of the Society shall serve as leader and spiritual director until s/he dies, resigns, is ruled unfit to carry out his/her functions, or becomes incapacitated.

6.2. Removal. In order for the Abbot of the Society to be involuntarily declared unfit to carry out his or her functions or incapacitated, a Special Meeting must be called and there must be a two-thirds vote of the members of the Board of Directors currently in office, with the exception of the Abbot.

6.3. Succession. The Abbot shall provide for a succession of leadership. The Abbot may give Dharma Transmission (inka) to one or more individuals.

Succession of leadership shall be to a Dharma Heir appointed by the current Abbot and ratified by a two-thirds vote of the Board. A written document naming this successor and new Abbot shall be safeguarded in the safety deposit box of the Zen Studies Society with a duplicate in the personal files of the Abbot, along with her/his Last Will and Testament. If the Abbot passes away, or becomes functionally disabled, or commits misconduct, or for any other sound reason is deemed by two-thirds of the Board to be unable to fulfill the duties of that position before a Dharma successor has been named, then an ordained advanced practitioner currently or previously associated with the Society's monastery and temple who has been named by the Abbot or by a two-thirds majority of the Board as a candidate for succession shall complete her or his training for eventual authorization as a Dharma Teacher and Abbot. This incumbent shall be fully supported and guided by the Board of Directors during her or his further training.

ARTICLE VII

OFFICERS:

7.1. Officers. The officers of the Society and its temple and monastery shall consist of the Abbot, President, Vice President, Treasurer and Secretary. A single person may hold two or more of these offices with the exception that the offices of President and Treasurer cannot be held by the same person. Officers must be members of the Board of Directors during the entire term of their office.

7.2. Election of Officers. Except for the Abbot, officers are to be elected by a majority vote of the Board of Directors for up to three renewable two-year terms.

7.3. Officers' Duties. The duties of the officers shall consist of those normally associated with their respective offices. By specification, but not limitation, their duties shall be as follows:

a. The Abbot shall be the Leader and Spiritual Director of the Society and its monastery and temple. The President shall be the Chief Administrator of the Board. Both the Abbot and the President are charged with making recommendations to the Board of Directors relating to the financial direction and planning of the Society and its temple and monastery, and with carrying out the policies and directives of the Board of Directors. The Abbot and the President shall also represent the Society and its temples to those persons, groups and organizations upon whom the Society and the temple and monastery are dependent, and are charged with making recommendations in order that the Society and its temples may remain in good standing with such persons, groups and organizations.

b. The Vice President shall be charged with aiding the Abbot and President in carrying out the duties of their offices. The Vice President shall perform such other duties as may be assigned by the Abbot, President or the Board of Directors.

c. The Treasurer shall be responsible for ensuring the existence of accurate records of all monies received and expended by the Society and its temples, for coordinating any financial audits to be performed, and for reporting to the Board of Directors concerning the Society's and temples' finances when called upon to do so.

d. The Secretary shall keep an accurate record of the activities of the Society and its temples, keep the minutes of all meetings of the Board of Directors and shall be the custodian of the corporate seal, which seal shall be circular and bear the name of the corporation and include such words and figures that show incorporation in the State of New York and the year of incorporation.

ARTICLE VIII

COMMITTEES:

8.1. Committees. The board may establish, with the approval of a two-thirds majority of the Directors, such committees as become necessary for carrying on the business of the Society. The Board shall appoint the chairperson of any committees.

8.2. Society Executive Committee. The Abbot shall be chairperson of the Society Executive Committee ("the SEC"), members of which include the President, Treasurer and Secretary of the Board. This committee shall handle the responsibilities of the Board between Board meetings and shall make decisions and take action in extreme cases when the Board cannot meet. Officers and those designated by a majority vote of the Board shall be members of the SEC. There shall be no more the six members of the SEC. A quorum of the SEC shall be two-thirds of its members. Minutes shall be taken at all SEC meetings, and all actions of the SEC shall be reported to and ratified by the full Board at the next Board meeting, and entered into the minutes as such.

8.3. Standing Committees; Appointments. The Board may establish, with the approval of a majority of the Directors, such standing committees, and appoint the chairperson thereof, as are needed to assist and advise the Board of Directors. All committees are subject to review by the Board of Directors. Each said committee must have at least one member who is also a member of the Board of Directors. Other members shall have the approval of a majority of the Board of Directors. The following are the standing committees.

a. Governance: The responsibilities of the Governance Committee include, but are not limited to, overseeing the process of nominating officers and Board members, filling interim Board vacancies, monitoring the contribution and participation of Board members, recommending changes in the Committee structure of the Board, recommending revisions to the Bylaws, preparing the agenda for the Annual Meeting, developing annual and long-range plans, and maintaining a process to ensure that the Society is in compliance with all federal and state laws.

b. Finance: The Finance Committee shall be composed of the Abbot, the President, the Treasurer, and members with a strong finance background, including the Advisory Council and Dharma Friends. This committee shall support Dharma activities to promote the understanding and practice of Zen Buddhism in the West, by building and managing funds for the sustenance of the Society, its temple and monastery, the Abbot and the Sangha.

c. Membership: The Membership Committee shall determine membership in the Society. It shall be composed of the Abbot, the head monastic at Dai Bosatsu Zendo, and the Spiritual Director and resident monastic at New York Zendo, and any other Board member, Advisory Council member, Sangha member, or Dharma Friend needed to carry out the Committee's work. The Committee will establish membership procedures, keep membership records, and accept applications for membership. Those interested in becoming members may apply directly to the Membership Committee.

d. Ethics: The Ethics Committee shall be composed of three individuals who are Zen practitioners from the wider Buddhist Sangha, chosen by Board vote, and shall not include the Abbot. The Ethics Committee shall be responsible for ensuring that the provisions of Article XI herein are implemented, and shall promulgate and publish all appropriate ethical guidelines to be followed in the work of the Society and its temples. The Ethics Committee shall at all times be informed by the need to ensure the integrity of relationships between the Purpose and Mission of the Society as stated in these Bylaws, by upholding the Dharma and the Precepts, and by responding to the needs and concerns of the members and the temple community.

e. Development/ Public Relations. The Development/Public Relations Committee shall be composed of members with strong corporate and non-profit experience from the Society's monastery and temple communities, including Dharma Friends. The committee members will assess needs and evaluate avenues for public relations and fundraising, including end-of-year and capital campaigns.

f. New York Zendo Advisory Committee. The chair of the New York Zendo Advisory Committee shall be the resident monastic and is charged with the maintenance and operation of the daily practice and programs of the temple, and with financial record-keeping and reporting to the Society's treasurer.

g. Dai Bosatsu Zendo Advisory Committee. The Dai Bosatsu Zendo Committee shall be chaired by the Abbot, and is charged with supporting the mission of the monastery as a traditional Rinzai Zen training center. The committee members will assist in the operation and maintenance of the temple, with mutual support from the Abbot, monks, nuns, lay residents and visitors, and with financial record-keeping and reporting to the Society's treasurer.

ARTICLE IX

ADVISORY COUNCIL:

The Board shall appoint an Advisory Council, made up of people who have an active interest in the Zen Studies Society, to advise the Board and serve on the Standing Committees.

ARTICLE X

ADMINISTRATIVE PROCESS/BOOKS/RECORDS/FISCAL YEAR:

9.1. Books and Records. The Society, in the person of the Board Secretary, shall keep at its Dai Bosatsu Zendo and Internet-based repository:

- a. Copies of its current Articles of Incorporation and Bylaws;
- b. Correct and accurate records of accounts and finances;
- c. Minutes of the proceedings of its members and Board; and any minutes which may be maintained by committees of the board;
- d. Records of the name, email address, home address and class, if applicable, of each Director and committee member, and of the name and post office address of each officer;
- e. Records of the name, email address, and home address of each member; and
- f. Such other records as may be necessary or advisable.

9.2. Accounting Year. The accounting year of the Society and its monastery and temple shall be the twelve months ending December 31st.

ARTICLE XI

CONFLICT OF INTEREST PROVISION:

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE XII

BYLAWS ADOPTION AND AMENDMENT:

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds vote of the entire Board. Proposed revisions must be sent to Board members one month in advance of the meeting at which the amendments will be voted on.

ARTICLE XIII

INDEMNIFICATION:

The Society shall indemnify its Directors and Officers in the manner and to the full extent provided by the Not-for Profit-Corporation Law of the State of New York and, except as contrary to that law, may provide additional indemnification pursuant to separate agreement or amendment to these Bylaws.

ARTICLE XIV

ETHICS:

The Abbot, the Board of Directors and the Officers of the Society, and all residents of its temples shall at all times observe the highest ethical standards, as well as the civil and criminal codes in force, in performing their duties and functions. In particular, they shall conform to the ethical guidelines promulgated by the Board and the Ethics Committee.